

MOA GROUP LIMITED

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

Notice is given that the annual meeting of shareholders of Moa Group Limited (the *Company*) will be held at Matisse Room (Level 5, Seafarers Building, 52 Tyler Street, Auckland City), on Tuesday 24 September 2019, commencing at 3:00pm.

AGENDA

- 1 Chairman's address**
- 2 Shareholder questions**
- 3 Ordinary Resolutions**

To consider and, if thought fit, pass the following ordinary resolutions of the Company:

Resolution 1: Re-appointment and remuneration of auditors

To record the re-appointment of KPMG as auditors of the Company and to authorise the Directors to fix the auditors' remuneration.

Resolution 2: Re-election of director

That Mr Geoff Ross be re-elected as a Director of the Company.

4 Special Resolution

To consider and, if thought fit, pass the following special resolution of the Company:

Resolution 3: Amendment to constitution

That the Company's constitution be amended in the form and manner described in the explanatory notes, with effect from the close of the Annual Meeting.

5 General Business

6 Tasting of new brews

Further information

The explanatory notes accompanying this Notice of Annual Meeting of Shareholders are incorporated in, and comprise part of, this Notice of Annual Meeting of Shareholders.

Notes on voting

An ordinary resolution is a resolution passed by a simple majority of the votes cast of the shareholders entitled to vote and voting.

A special resolution is a resolution passed by a majority of 75% of the votes of those shareholders entitled to vote and voting on the question.

Proxies and representatives

Shareholders may exercise their right to vote at the meeting either by being present in person or by appointing a proxy to attend and vote in their place. A proxy need not be a shareholder of the Company. The Chairman of the meeting is willing to act as proxy for any shareholder who may wish to appoint him for that purpose. A body corporate shareholder may appoint a representative to attend the meeting on its behalf.

Proxy appointments must be received by the Company's share registry no later than 3:00pm on Sunday 22 September 2019 being 48 hours before the meeting.

To appoint a proxy and vote online please visit the Link Investor Centre website <https://investorcentre.linkmarketservices.co.nz/voting/MOA> and follow the prompts. Shareholders will require their CSN/Holder Number and Authorisation Code (FIN) to vote online

Alternatively, please complete a Proxy Form and return to Link Market Services in accordance with the instructions on the proxy form.

BY ORDER OF THE BOARD

Geoff Ross
Executive Chairman

23 August 2019

EXPLANATORY NOTES

These explanatory notes have been prepared for the information of shareholders in relation to the business to be conducted at the Company's 2019 Annual Meeting of Shareholders.

Resolution 1: Re-appointment and remuneration of auditors

To record the re-appointment of KPMG as auditors of the Company and to authorise the Directors to fix the auditors' remuneration.

Under section 207T of the Companies Act 1993, KPMG is automatically reappointed at the Annual Meeting as auditor of the Company. The resolution authorises the Board to fix the remuneration of KPMG as the Company's auditor.

Resolution 2: Re-election of director

That Mr Geoff Ross be re-elected as a Director of the Company.

As a consequence of new listing rules which commenced on 1 July 2019, Executive Chairman Mr Geoff Ross retires by rotation and, being eligible, offers himself for re-election.

Mr Ross was the founder and CEO of 42 Below, which was a listed company for three years prior to its sale to Bacardi in late 2006. Mr Ross was also Chairman of Trilogy International, an NZX listed company focused on the home fragrances and body care products market. Prior to 42 Below and Trilogy International, he was a Managing Partner and Board Member of DDB Advertising for two years and was a Client Service Director and Management Team Member for Saatchi & Saatchi in Wellington for eight years. Mr Ross is also a Trustee of the Melanoma Foundation and Pure Advantage. Mr Ross has a Bachelor of Commerce (Agriculture).

Resolution 3: Amendment to constitution

That the Company's constitution be amended in the form and manner described in the explanatory notes, with effect from the close of the Annual Meeting.

This special resolution seeks shareholder approval to amend the Company's constitution. The amendments are procedural in nature and are required in order to comply with updated NZX Listing Rules (the *Listing Rules*). The key changes reflect the following:

1. Including a provision requiring the Company to comply with the minimum board composition requirements of the Listing Rules.
2. Amending the clauses relating to director rotation to incorporate the requirements of the Listing Rules by reference to the Listing Rules.
3. To remove provisions relating to a Managing Director as the Company does not have such a position and in any event the constitution does not need to contain that level of detail.
4. Requiring voting at meetings of shareholders to be conducted by poll, as required by the updated Listing Rules.

Shareholders can view all proposed amendments in mark-up at <https://www.moabeer.com/documents>.

The proposed amendments do not impose or remove a restriction on the Company's activities, and accordingly no rights arise under section 110 of the Companies Act 1993.

The Board unanimously recommends that shareholders vote in favour of the amendments to the Company's constitution.